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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:
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DELPHI CORPORATION, et al.,	:
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Debtors.	:
	:
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Chapter 11
Case No. 05-44481 (RDD)
(Jointly Administered)

JOINT STIPULATION AND AGREED ORDER (I) COMPROMISING AND ALLOWING
PROOF OF CLAIM NUMBER 14489 AND (II) DISALLOWING AND EXPUNGING
PROOF OF CLAIM NUMBERS 14107 AND 15770
(SPCP GROUP, L.L.C. AND INTERMET CORPORATION)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and SPCP Group, L.L.C., as agent for Silver Point Capital Fund, L.P. and Silverpoint Capital Offshore Fund, Ltd., its successors and permitted assigns ("SPCP Group"), as assignee of Internet Corporation and its wholly owned subsidiaries (collectively, "Internet," and together with SPCP Group, the "Claimants") respectfully submit this Joint Stipulation And Agreed Order (I) Compromising And Allowing Proof Of Claim Number 14489 And (II) Disallowing And Expunging Proof Of Claim Numbers 14107 And 15770 (SPCP Group, L.L.C. And Internet Corporation) and agree and state as follows:

WHEREAS on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS on October 17, 2005, Internet submitted a demand to the Debtors asserting a reclamation claim in the amount of \$3,207,974.75 (the "Reclamation Demand").

WHEREAS on July 31, 2006, SPCP Group filed proof of claim number 14489 ("Proof of Claim No. 14489") against Delphi Automotive Systems LLC ("DAS LLC"), asserting an unsecured non-priority claim in the amount of \$3,750,708.82 (the "Claim") arising from goods sold and services performed by Internet prior to the Petition Date.

WHEREAS on July 31, 2006, SPCP Group filed proof of claim number 14107 ("Proof of Claim No. 14107") against Delphi Electronics (Holding) LLC, asserting an unsecured non-priority claim in the amount of \$3,750,708.82 arising from goods sold and services performed by Internet prior to the Petition Date.

WHEREAS, on July 31, 2006, SPCP Group filed proof of claim number 15770 (the "Proof of Claim No. 15770," and together with Proofs of Claim Nos. 14107 and 14489, the "Proofs of Claim") against Delphi, asserting an unsecured non-priority claim in the amount of \$3,750,708.82 arising from goods sold and services performed by Internet prior to the Petition Date.

WHEREAS on October 31, 2006, the Debtors objected to Claim 14489 pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection").

WHEREAS on November 22, 2006, SPCP filed its Response And Objection Of SPCP Group, L.L.C., As Assignee Of Textron Fastening Systems Canada, Ltd., To Debtors' (I)Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed.R.Bankr.P. 3007 To Certain Claims (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books And Records, And (C) Claims Subject To Modification And (II) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5745) (the "First Response").

WHEREAS on February 15, 2007, the Debtors objected to Proof of Claim Nos. 14107 and 15770 pursuant to the Debtors' Eighth Omnibus Objection (Procedural) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims, (B) Claims Duplicative Of Consolidated Trustee Claim, (C) Equity Claims, And (D) Protective Claims (Docket No. 6962) (the "Eighth Omnibus Claims Objection").

WHEREAS on March 15, 2007 the Claimants filed the Response Of Internet Corporation And SPCP Group LLC As Assignee Of Internet Corporation To Debtors' Eighth Omnibus Objection (Procedural) Pursuant To 11 U.S.C. Section 502(B) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims, (B) Claim Duplicative Of Consolidated Trustee Claim, (C) Equity Claims, And (D) Protective Claims (Docket No. 7280) (together with the First Response, the "Responses").

WHEREAS on September 10, 2007, to resolve the Third and Eighth Omnibus Claims Objections with respect to the Proofs of Claim, DAS LLC and the Claimants entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim, as set forth in Proof of Claim No. 14489, shall be allowed against DAS LLC in the amount of \$3,738,744.96.

WHEREAS DAS LLC is authorized to enter into the Settlement Agreement either because the Claims involve ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and the Claimants stipulate and agree as follows:

1. The Claim, as set forth in Proof of Claim No. 14489, shall be allowed in the amount of \$3,738,744.96 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.

2. Each of Proof of Claim Nos. 14107 and 15770 shall be disallowed and

expunged in their entirety.

3. SPCP Group shall withdraw the Responses to the Third and Eighth Omnibus Claims Objections with prejudice.

4. The Claimants shall withdraw the Reclamation Demand with prejudice.

So Ordered in New York, New York, this 28th day of September, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John Wm. Butler, Jr.

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